

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Application of	)	
	)	
<b>CROWN CASTLE OPERATING COMPANY</b>	)	
	)	
and	)	WC Docket No. 15-_____
	)	
<b>QUANTA SERVICES, INC.</b>	)	
	)	
for authority pursuant to Section 214 of the	)	
Communications Act of 1934, as amended, to	)	
Transfer Indirect Control of Sunesys, LLC and	)	
Sunesys of Virginia, Inc., Domestic Service Carriers)	)	

**JOINT APPLICATION**

Crown Castle Operating Company (“CCOC” or “Transferee”) and Quanta Services, Inc. (“Transferor”) (Transferee and Transferor are collectively referred to as “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, to transfer indirect control of Sunesys, LLC (“Sunesys”) and Sunesys of Virginia, Inc. (“Sunesys-VA” and together with Sunesys, the “Licensees”), entities that hold authority under Section 214 to provide domestic telecommunications services on a competitive basis, from Transferor to Transferee and ultimately to Crown Castle International Corp. (“CCIC”), the ultimate parent of CCOC.<sup>1</sup>

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<sup>1</sup> CCOC includes in this Application a request, to the extent necessary, for authority to implement certain intracompany changes that will occur shortly following the closing of the Sunesys Transaction. (The Sunesys Transaction and related post-closing intracompany changes are herein collectively referred to as the “Transaction”).

## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Crown Castle Operating Company (Transferee)**

CCOC is a Delaware corporation and wholly owned direct subsidiary of CCIC (CCIC and its subsidiaries, are collectively referred to as “Crown Castle”). CCIC is a publicly traded (NYSE: CCI) Delaware corporation that, to the knowledge of its management, does not have any owners that hold a 10% or greater direct or indirect interest in CCIC. Since January 1, 2014, CCIC has operated as a real estate investment trust (“REIT”) for U.S. federal income tax purposes. CCIC, through certain of its indirect subsidiaries, owns, operates, leases, and manages over 39,600 towers and rooftop sites for wireless communications equipment with a significant presence in the top 100 U.S. markets. Subsidiaries of Crown Castle Solutions Corp. (“Solutions”), a wholly owned direct subsidiary of CCOC, have deployed approximately 14,000 distributed antenna system (“DAS”) small cell nodes supported by approximately 7,000 miles of fiber in the United States. Wholly owned subsidiaries of Solutions hold authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, Montana, South Dakota, Vermont, and Wyoming. CCOC also directly owns CC SCN Fiber LLC (“Purchaser”), a Delaware limited liability company, created for the purposes of the Transaction.

A diagram showing the current corporate structure of Transferee is included in **Exhibit A**.

### **B. Quanta Services, Inc. (Transferor) and Licensees**

Sunesys-VA is a Virginia corporation and wholly owned direct subsidiary of Sunesys, a single-member Delaware limited liability company. Sunesys, in turn, is a wholly owned indirect subsidiary of Quanta Fiber Networks, Inc. (“QFN”), a Delaware corporation and wholly owned direct subsidiary of Transferor, a publicly traded Delaware corporation (NYSE: PWR) whose stock ownership varies on a daily basis. Based on the SEC Schedules 13G filed with respect to

Transferor, to the knowledge of Transferor's management, no person or entity currently holds a 10% or greater direct or indirect interest in Transferor.<sup>2</sup> Together, Licensees provide dedicated point-to-point telecommunications services to commercial, government and non-profit customers in California, Delaware, Florida, Georgia, Illinois, Maryland, New Jersey, Ohio, Pennsylvania and Virginia.<sup>3</sup>

A diagram showing the current corporate structure of the Licensee is included in **Exhibit A**.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of a Stock Purchase Agreement (the "Agreement") dated as of April 29, 2015, by and among Transferor, Purchaser, and CCIC, Purchaser will acquire all of the issued and outstanding stock of QFN from Transferor (the "Sunesys Transaction"). As a result, at closing of the Sunesys Transaction, Sunesys will become an indirect wholly owned subsidiary of CCOC and, ultimately, CCIC.

Following the closing of the Sunesys Transaction, CCOC expects to undertake certain intracompany transactions to meet tax and other business requirements. First, CCOC expects that Purchaser and QFN will consolidate. The consolidation is expected to either result from (1) the merger of QFN with and into Purchaser, whereupon the separate existence of QFN will cease and Purchaser will be the surviving entity, or (2) the merger of Purchaser with and into QFN, whereupon the separate existence of Purchaser will cease and QFN will be the surviving entity,

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<sup>2</sup> Additional information regarding Transferor's ownership is available at <http://app.quotemedia.com/data/downloadFiling?webmasterId=101533&ref=10200205&type=HTML&symbol=PWR&companyName=Quanta+Services+Inc.&formType=DEF+14A&dateFiled=2015-04-09>.

<sup>3</sup> Sunesys is also authorized to provide intrastate telecommunications services in the District of Columbia, Massachusetts, New York, and North Carolina, but does not currently provide service in those jurisdictions.

will change its name, and may convert to a limited liability company (“New-QFN”).<sup>4</sup> Further, certain assets and non-telecommunications service functions of Sunesys are expected to be assigned to a newly formed subsidiary of Sunesys (“New-Sub”). New-Sub will lease certain assets to and perform certain non-telecommunications functions for Sunesys.<sup>5</sup> To the extent necessary, CCOC herein seeks approval for the post-closing intracompany transactions along with the Sunesys Transaction. For the Commission’s reference, charts depicting the Applicants’ current ownership structure, as well as the expected ownership structure post-closing and post-intracompany transactions are provided as Exhibit A.

### **III. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04 of the Commission’s Rules, the Applicants submit the following information:

#### **63.04(a)(1): Name, address and telephone number of each Applicant and Licensee:**

##### Transferee

Crown Castle Operating Company  
1220 Augusta Drive, Suite 600  
Houston, TX 77057  
Tel: 713-570-3000

FRN: 0024585929

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<sup>4</sup> CCOC and Sunesys will notify the Commission of the final structure and specific consolidation steps ultimately adopted to implement that structure.

<sup>5</sup> The assets are expected to include certain telecommunications equipment, but will not include fiber assets or telecommunications customer accounts. The functions assigned may include maintenance and repair functions. Sunesys’s telecommunications services will not be affected by the assignment and New-Sub will not provide telecommunications services as a result of owning and leasing the assets or performing the functions assigned to it. If New-Sub provides regulated telecommunications services in the future, it will first obtain any necessary authorizations from the Commission.

Transferor

Quanta Services, Inc.  
2800 Post Oak Blvd., Suite 2600  
Houston, Texas 77056-6175  
Tel: 713-629-7600

FRN: 0016324709

Licensees

Sunesys, LLC  
Sunesys of Virginia, Inc.  
185 Titus Avenue  
Warrington, PA 19876  
Tel: 267-927-2000

FRN: 0019085687  
0016325037

**63.04(a)(2): Jurisdiction of Organizations:**

Transferee: CCOC is a Delaware corporation.

Transferor: Transferor is a Delaware corporation.

Licensees: Sunesys is a Delaware limited liability company.  
Sunesys-VA is a Virginia corporation.

**63.04(a)(3): Correspondence concerning this Application should be sent to:**

For Crown Castle:

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Brett P. Ferenchak, Esq.  
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For Sunesys and Seller:

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[bschrader@quantaservices.com](mailto:bschrader@quantaservices.com)

#### **63.04(a)(4): Ownership Information**

Upon completion of the Transaction, the following persons or entities will directly or indirectly own 10% or greater of Licensees as calculated pursuant to the Commission's ownership attribution rules for wireline telecommunications carriers:

Upon completion of the Transaction, the following entity will hold 100% of the stock of **Sunesys of Virginia, Inc.:**

Name:	Sunesys, LLC
Address:	1220 Augusta Drive, Suite 600 Houston, TX 77057
Ownership Interest:	100% (directly in Sunesys-VA)
Citizenship:	U.S. (Delaware)
Principal Business:	Telecommunications

Upon completion of the Transaction, the following entity will hold 100% of the equity of **Sunesys, LLC:**

Name:	InfraSource FI, LLC
Address:	1220 Augusta Drive, Suite 600 Houston, TX 77057
Ownership Interest:	100% (directly in Sunesys)
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company

As stated above, following the closing of the Sunesys Transaction, CCOC expects that Purchaser and QFN will consolidate. The consolidation is expected to result from either (1) the merger of QFN with and into Purchaser, whereupon the separate existence of QFN will cease and Purchaser will be the surviving entity, or (2) the merger of Purchaser with and into QFN, whereupon the separate existence of Purchaser will cease and QFN will be the surviving entity, will likely change its name, and may convert to a limited liability company ("New-QFN"). Upon completion of the Transaction, therefore, one of the following entities will hold 100% of the equity of **InfraSource FI, LLC:**

Name:	CC SCN Fiber LLC ("Purchaser")
	or
	New-QFN
Address:	1220 Augusta Drive, Suite 600 Houston, TX 77057
Ownership Interest:	100% (directly in InfraSource FI, LLC)
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company

Upon completion of the Transaction, the following entities will have a 10% or greater direct or indirect interest in Purchaser or New-QFN:

- 1)     Name:                   Crown Castle Operating Company (“CCOC” or “Transferee”)  
          Address:            1220 Augusta Drive, Suite 600  
                                Houston, TX 77057  
          Ownership Interest: 100% (directly in Purchaser or New-QFN)  
          Citizenship:        U.S. (Delaware)  
          Principal Business: Holding Company
- 2)     Name:                   Crown Castle International Corp. (“CCIC”)  
          Address:            1220 Augusta Drive, Suite 600  
                                Houston, TX 77057  
          Ownership Interest: 100% (indirectly in Purchaser or New-QFN as  
                                    100% owner of CCOC)  
          Citizenship:        U.S. (Delaware)  
          Principal Business: Holding Company

CCIC is a publicly traded company (NYSE: CCI) whose stock ownership varies on a daily basis. Based on the SEC Schedules 13G filed with respect to CCIC, to the knowledge of CCIC’s management, no person or entity currently holds a 10% or greater direct or indirect interest in CCIC. Additional information regarding CCIC’s ownership is available at <http://www.crowncastle.com/investor/proxy/CurrentProxy.pdf>.

No other person or entity is expected to hold a 10% or greater ownership interest in the Licensees pursuant to the Commission’s attribution rules as a result of the consummation of the Transaction.

#### **63.04(a)(5): Anti-Drug Abuse Act Certification**

As evidenced by the signature of each Applicant to this Application, each Applicant certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission’s Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

#### **63.04(a)(6): Description of the Transaction**

A description of the proposed Transaction is set forth in **Section II** above.

### **63.04(a)(7): Geographic Areas Served**

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Licensees: Sunesys currently provides telecommunications services in the California, Delaware, Florida, Georgia, Illinois, Maryland, New Jersey, Ohio, and Pennsylvania. Sunesys is also authorized to provide intrastate telecommunications services in the District of Columbia, Massachusetts, New York, and North Carolina, but does not currently provide telecommunications services in those jurisdictions. Sunesys-VA provides telecommunications services in Virginia.

Transferee: Transferee is not authorized to provide domestic telecommunications. One or more subsidiaries of Transferee (see **Exhibit B** for a list of affiliates that provide telecommunications services (collectively, the “OpCos”)) provide transport, backhaul, and DAS/Small Cell services in Arizona, California, Colorado, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Texas, Utah, Virginia, Washington, West Virginia, and Wisconsin. In addition, one or more of the OpCos are authorized to provide intrastate telecommunications services, but none of the OpCos currently provide such services, in Alabama, Arkansas, Connecticut, Delaware, the District of Columbia, Idaho, Kentucky, Missouri, New Hampshire, North Dakota, and Tennessee.

In addition, Transferee is affiliated through common ultimate ownership by CCIC, with the following companies that hold licenses or authorizations from the FCC:

Crown Communication LLC: CF - Point to Point Microwave, Common Carrier;

OP LLC: BC - License to operate on the 1670-1675 MHz Band; and

Pinnacle Towers LLC: IG - Below 800 MHz Industrial/Business Pool, Private, Conventional.



**63.04(a)(8): Streamlining Categorization**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because: (i) the proposed Transaction will result in the Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10%; (ii) the Applicants (including their Affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

**63.04(a)(9): Additional FCC Applications**

No other applications are being filed with the Commission with respect to this Transaction.

**63.04(a)(10): Special Consideration Requests**

Prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in this application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

**63.04(a)(11): Waiver Requests**

No waiver requests are being filed in conjunction with the Transaction.

**63.04(a)(12): Public Interest Statement**

Applicants submit that the Transaction will serve the public interest. The financial, technical, and managerial resources that CCOC will bring to Licensees are expected to enhance the ability of Licensees to compete in the telecommunications marketplace. Further, the existing network of Licensees will enhance the ability of CCOC's other indirect subsidiaries to serve their customers. At the same time, the proposed Transaction will have no adverse impact on the

customers of Licensees. Immediately following the Transaction, Licensees will continue to provide service at the same rates, terms and conditions. The Transaction will be transparent to consumers because the only change immediately following the closing from a consumer's perspective is that CCOC, and ultimately CCIC, will be the new indirect owners of Licensees.

Furthermore, the proposed Transaction does not present any anti-competitive concerns. The transfer of control of the Licensees to Transferee will not have an adverse effect on competition in the markets for intrastate or interstate telecommunications services because Licensees and OpCos largely provide different services. Whereas the OpCos almost exclusively provide DAS small cell services to the four nationwide wireless carriers, Licensees provide dedicated point-to-point telecommunications services to enterprise, government, and non-profit customers, in addition to serving wireless and other wireline carriers. None of the Applicants or their respective affiliates provides traditional switched telecommunications services. Moreover, the combination of the networks of Licensees, Transferee and their affiliates will strengthen their ability to compete for customers with larger providers.

#### IV. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

*/s/ Phillip R. Marchesiello*

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Counsel for Crown Castle Operating  
Company

Date: May 26, 2015

## **LIST OF EXHIBITS**

**EXHIBIT A**            **Corporate Structure Charts**

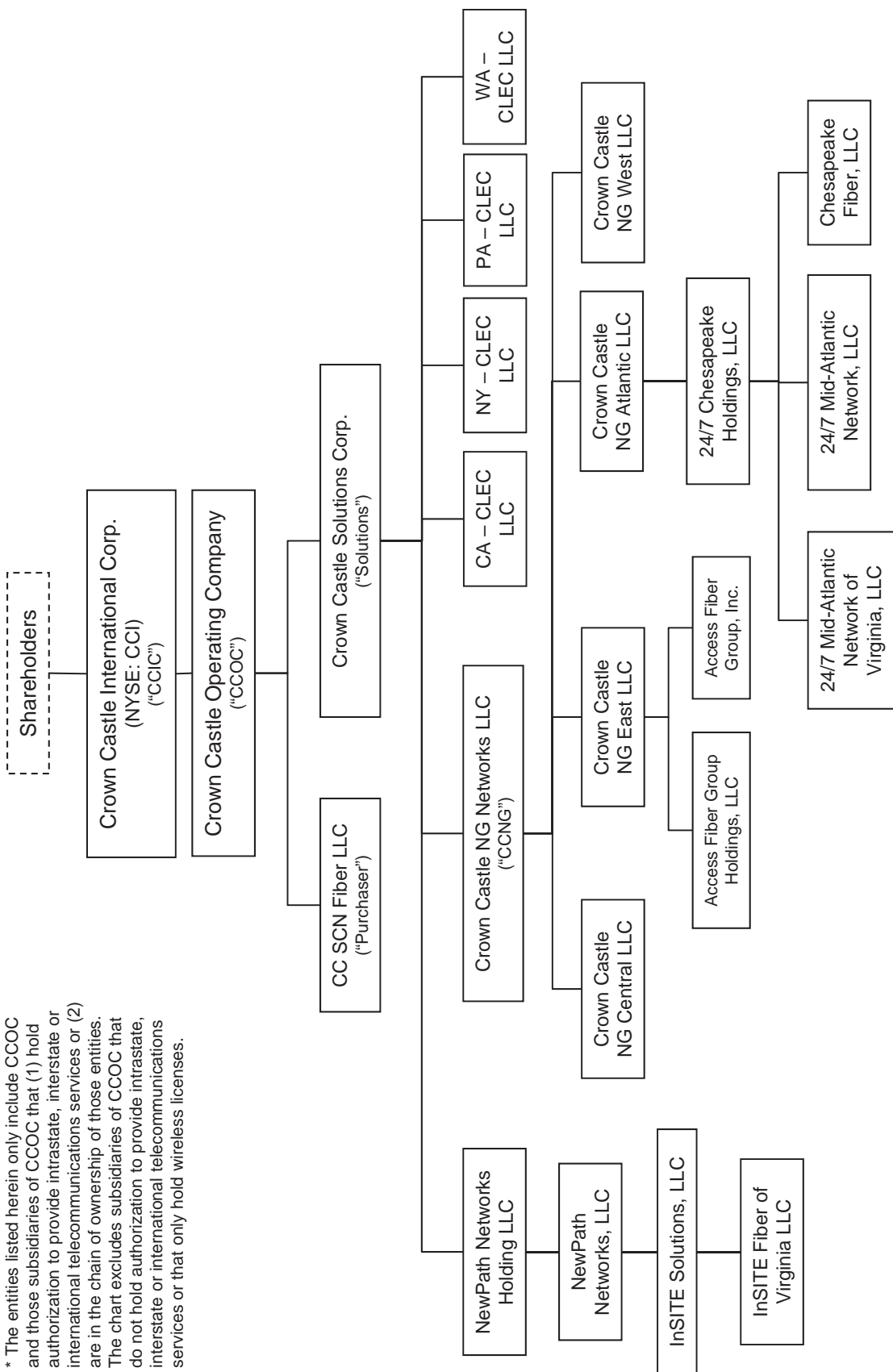
**EXHIBIT B**            **OpCos**

**EXHIBIT A**

**Current, Post-Closing, and Post-Intracompany Changes Company Structure**

Current Entity Structure of CCOC\*

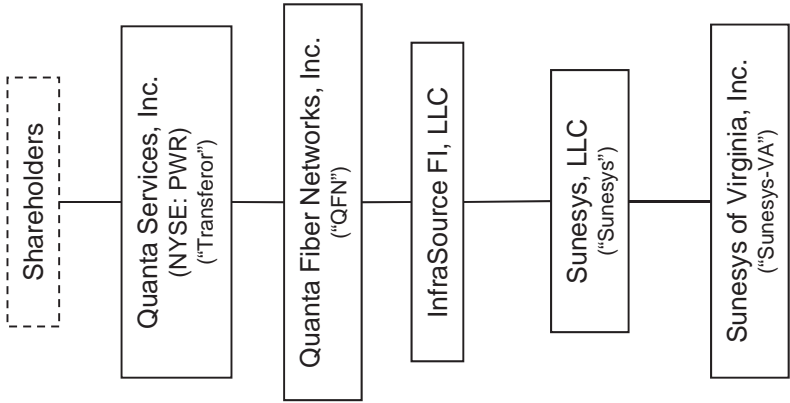
\* The entities listed herein only include CCOC and those subsidiaries of CCOC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCOC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



All ownership percentages are 100%.

Current Entity Structure of Sunesys\*

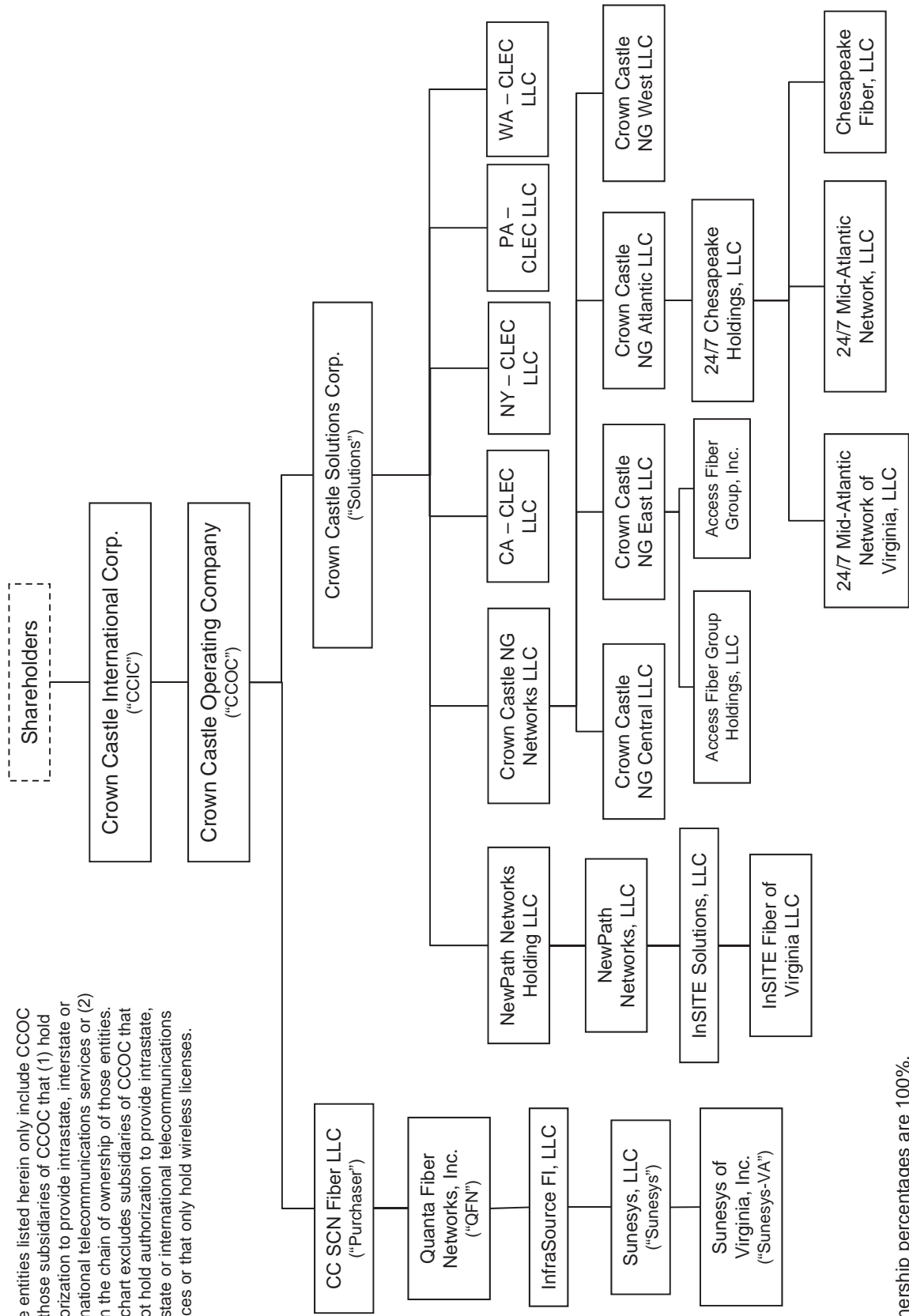
\* The entities listed herein only include Seller and those subsidiaries of Seller that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Seller that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



All ownership percentages are 100%.

Post-Closing Entity Structure of CCOC and Sunesys\*

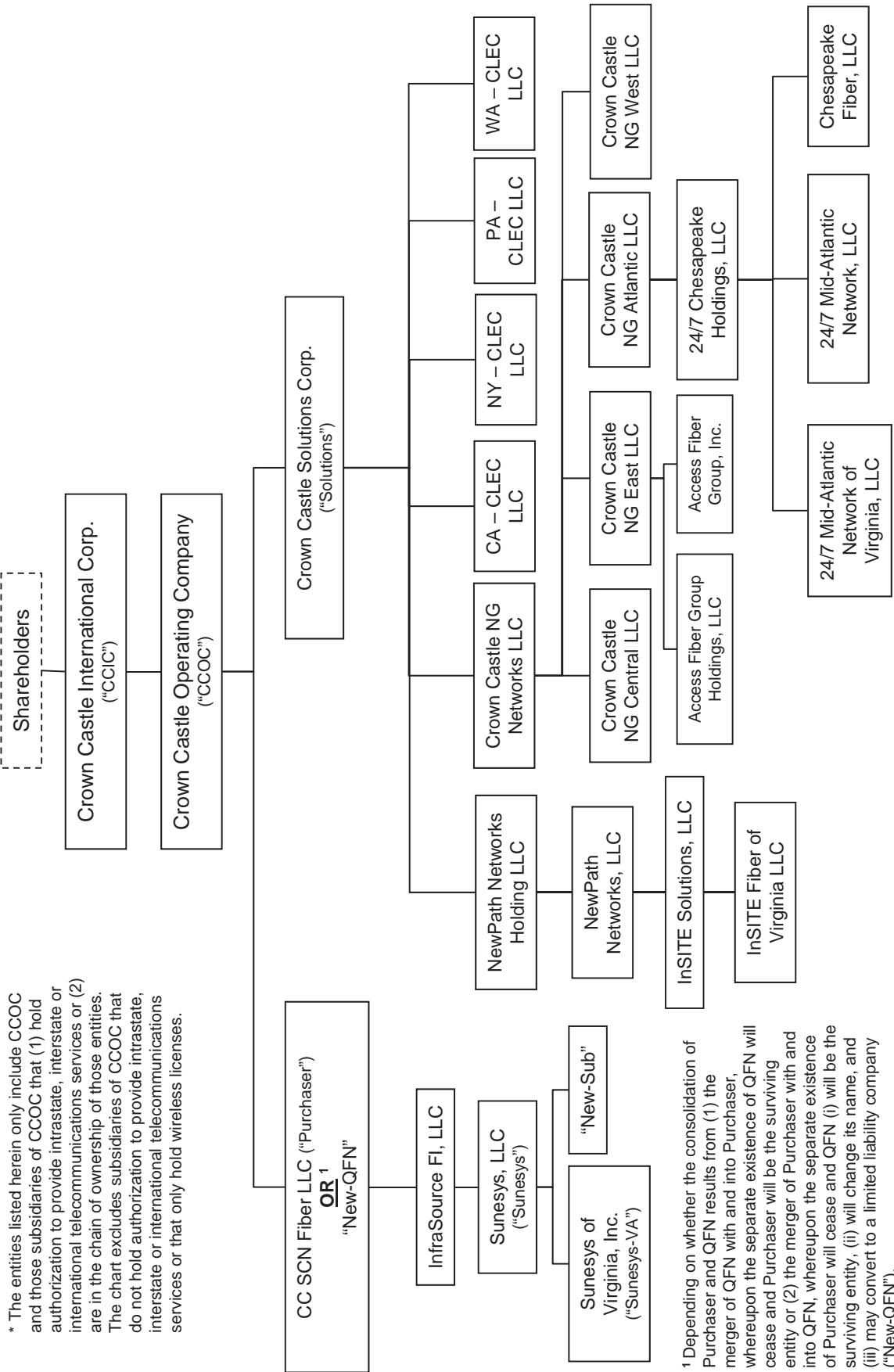
\* The entities listed herein only include CCOC and those subsidiaries of CCOC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCOC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



All ownership percentages are 100%.



Post-Intracompany Changes Entity Structure of CCOC\*



\* The entities listed herein only include CCOC and those subsidiaries of CCOC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCOC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.

1 Depending on whether the consolidation of Purchaser and QFN results from (1) the merger of QFN with and into Purchaser, whereupon the separate existence of QFN will cease and Purchaser will be the surviving entity or (2) the merger of Purchaser with and into QFN, whereupon the separate existence of Purchaser will cease and QFN (i) will be the surviving entity, (ii) will change its name, and (iii) may convert to a limited liability company ("New-QFN").

All ownership percentages are 100%.

## **EXHIBIT B**

### **OpCos**

OpCos are currently authorized to provide intrastate telecommunications services in the following jurisdictions:

<b><u>Jurisdiction</u></b>	<b><u>Entity(ies)</u></b>
Alabama	Crown Castle NG East LLC; Access Fiber Group, Inc.
Arizona	Crown Castle NG West LLC; NewPath Networks, LLC
Arkansas	Crown Castle NG Central LLC
California	Crown Castle NG West, LLC; CA-CLEC LLC; NewPath Networks, LLC
Colorado	NewPath Networks, LLC
Connecticut	Crown Castle NG East LLC
Delaware	Crown Castle NG East LLC; Chesapeake Fiber, LLC
District of Columbia	Crown Castle NG Atlantic LLC; 24/7 Mid-Atlantic Network, LLC
Florida	Crown Castle NG East LLC; NewPath Networks, LLC
Georgia	Crown Castle NG East LLC; NewPath Networks, LLC; Access Fiber Group Holdings, LLC
Hawaii	Crown Castle NG West LLC
Idaho	Crown Castle NG West LLC
Illinois	Crown Castle NG Central LLC
Indiana	Crown Castle NG East LLC
Iowa	InSITE Solutions, LLC dba NewPath Networks, LLC
Kansas	Crown Castle NG Central LLC
Kentucky	Crown Castle NG Central LLC; Access Fiber Group, Inc.
Louisiana	Crown Castle NG Central LLC; NewPath Networks, LLC
Maryland	Crown Castle NG Atlantic LLC; InSITE Solutions, LLC; NewPath Networks, LLC; 24/7 Mid-Atlantic Network, LLC
Massachusetts	Crown Castle NG East LLC
Michigan	Crown Castle NG Central LLC
Minnesota	Crown Castle NG Central LLC; NewPath Networks, LLC
Mississippi	Crown Castle NG Central LLC
Missouri	Crown Castle NG Central LLC; Access Fiber Group, Inc.
Nebraska	Crown Castle NG Central LLC
Nevada	Crown Castle NG West LLC; NewPath Networks, LLC
New Hampshire	Crown Castle NG East LLC
New Jersey	Crown Castle NG East LLC
New Mexico	Crown Castle NG West LLC; NewPath Networks, LLC
New York	Crown Castle NG East LLC; NY-CLEC LLC
North Carolina	Crown Castle NG East LLC; NewPath Networks, LLC; Access Fiber Group, Inc.
North Dakota	Crown Castle NG Central LLC

<b><u>Jurisdiction</u></b>	<b><u>Entity(ies)</u></b>
Ohio	Crown Castle NG East LLC
Oklahoma	Crown Castle NG Central LLC
Oregon	Crown Castle NG West LLC; NewPath Networks, LLC
Pennsylvania	Crown Castle NG East LLC; PA-CLEC LLC d/b/a Pennsylvania CLEC LLC
Rhode Island	Crown Castle NG East LLC
South Carolina	Crown Castle NG East LLC
Tennessee	Crown Castle NG Central LLC; Access Fiber Group, Inc.
Texas	Crown Castle NG Central LLC
Utah	Crown Castle NG West LLC; NewPath Networks, LLC
Virginia	Crown Castle NG Atlantic LLC, NewPath Networks, LLC, 24/7 Mid-Atlantic Network of Virginia, LLC, InSITE Fiber of Virginia, LLC
Washington	Crown Castle NG West LLC; WA-CLEC LLC
West Virginia	Crown Castle NG Central LLC
Wisconsin	Crown Castle NG Central LLC; Access Fiber Group, Inc.

## VERIFICATION

I, E. Blake Hawk state that I am the Executive Vice President and General Counsel of Crown Castle International Corp., and the Executive Vice President of Crown Castle Operating Company and CC SCN Fiber LLC (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21 day of May 2015.



---

E. Blake Hawk  
Executive Vice President and General Counsel of:  
Crown Castle International Corp.  
Executive Vice President of:  
Crown Castle Operating Company  
CC SCN Fiber LLC

## VERIFICATION

I, Nicholas M. Grindstaff, state that I am the Treasurer of Sunesys of Virginia, Inc., Sunesys, LLC, InfraSource FI, LLC and Quanta Fiber Networks, Inc. and Vice President-Finance of Quanta Services, Inc. (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 26<sup>th</sup> day of May 2015.



Nicholas M. Grindstaff

Treasurer of:

Sunesys of Virginia, Inc.

Sunesys, LLC

InfraSource FI, LLC

Quanta Fiber Networks, Inc.

Vice President-Finance of:

Quanta Services, Inc.